



State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MILLENNIUM BIOTHERAPEUTICS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "MILLENNIUM PHARMACEUTICALS, INC." UNDER THE
NAME OF "MILLENNIUM PHARMACEUTICALS, INC.", A CORPORATION
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,
AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF
DECEMBER, A.D. 1999, AT 9:30 O'CLOCK A.M.



Edward J. Freel, Secretary of State

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AUTHENTICATION: 0201561

DATE: 01-14-00



GP1636

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re the application of: Sean A. McCarthy

Serial No.: 09/009,802

Filed: January 20, 1998

For: *Novel CRSP Protein and Nucleic Acid Molecules
and Uses Therefor*

Attorney Docket No.: MNI-108 (formerly MEI-008)

Group Art Unit: 1636

Examiner: R. Yucel

#11
BQJ
2/26/00

Assistant Commissioner for Patents
Washington, D.C. 20231

Certificate of First Class Mailing (37 CFR 1.8(a))

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Assistant Commissioner for Patents, Washington, D.C. 20231 on the date set forth below.

February 15, 2000
Date of Signature and of Mail Deposit

By:

Amy E. Mandragouras
Reg. No. 36,207
Attorney for Applicant

RECEIVED
FEB 25 2000
TC 1600 MAIL ROOM

APPLICANT CHANGE OF NAME AND ADDRESS
AND ATTORNEY DOCKET NUMBER

Dear Sir:

Please amend the attorney docket number for the above-referenced patent application from MEI-008 to **MNI-108**.

In addition, please amend the name and address of the Applicant from:

MILLENNIUM BIOTHERAPEUTICS, INC.
620 Memorial Drive
Cambridge, Massachusetts 02139

RECEIVED
FEB 25 2000
TC 1600 MAIL ROOM

To:

MILLENNIUM PHARMACEUTICALS, INC.
75 Sidney Street
Cambridge, Massachusetts 02139

Enclosed please find a copy of a Certificate of Ownership and Merger merging
Millennium BioTherapeutics, Inc. into Millennium Pharmaceuticals, Inc.

No costs are believed to be due in connection with the filing of this disclosure.
However, please charge any necessary fees to our Deposit Order Account No. 12-0080.

LAHIVE & COCKFIELD, LLP
Attorneys at Law

By 

Amy E. Mandragouras
Reg. No. 36,207
28 State Street
Boston, MA 02109
(617) 227-7400
(617) 742-4214

Dated: February 15, 2000

RECEIVED
FEB 25 2000
TC 1600 MAIL ROOM

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MILLENNIUM BIOTHERAPEUTICS, INC.
(a Delaware corporation)

INTO

MILLENNIUM PHARMACEUTICALS, INC.
(a Delaware corporation)

Millennium Pharmaceuticals, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That the Corporation was incorporated on the 13th day of January, 1993, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of the voting stock of Millennium BioTherapeutics, Inc., a corporation incorporated on the 27th day of May, 1997 pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the Board of Directors of the Corporation, at a meeting duly held on the 13th day of October, 1999, duly adopted the following resolutions:

RESOLVED: That, pursuant to Section 253 of the Delaware General Corporation Law, the Corporation is hereby authorized to merge Millennium BioTherapeutics, Inc., a Delaware corporation, of which the Corporation owns 100% of the outstanding voting stock, into the Corporation;

RESOLVED: That the Chief Executive Officer, the President, the Chief Financial Officer, the General Counsel and Secretary or Assistant Secretary of the Corporation be and each hereby is, authorized to execute a Certificate of Ownership and Merger with respect to the merger of Millennium BioTherapeutics, Inc. into the Corporation and to cause the same to be filed with the Secretary of State of Delaware, and to take all such other actions and to execute all such other instruments and agreements as they or any of them may deem appropriate to effect such merger;

RESOLVED: That the merger of Millennium BioTherapeutics, Inc. into the Corporation shall be effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware.

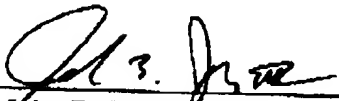
IN WITNESS WHEREOF, Millennium Pharmaceuticals, Inc. has caused this Certificate to be signed by Mark J. Levin as President and attested by John B. Douglas, III as Secretary, this 21st day of December, 1999.

MILLENNIUM PHARMACEUTICALS, INC.

By: 

Mark J. Levin
President

ATTEST:



John B. Douglas, III